

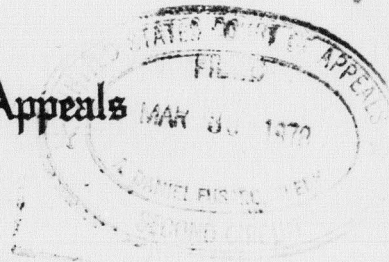
***United States Court of Appeals
for the Second Circuit***



**PETITION FOR
REHEARING**

77-7037

In The
United States Court of Appeals
For The Second Circuit



NATIONAL AUTO BROKERS CORP., et al.,
Plaintiffs-Appellants,

-against-

GENERAL MOTORS CORPORATION, et al.,
Defendants-Appellees.

*On Appeal from the United States District Court for the
Southern District of New York.*

PETITION FOR REHEARING IN BANC

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UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

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NATIONAL AUTO BROKERS CORP., FRANK MAIORANA,	:	77-7037
ANTHONY MAIORANA, GENERAL AUTO SALES & LEASING,	:	
INC., DALE STRIMPLE; RALPH AJELLO, as Adminis-	:	
trator of the Estate of E. Louis Jamele,	:	
Deceased; NABCOR OF EAST NEW YORK, INC., and	:	
ALFRED J. YOUNG, SR. d/b/a A. J. YOUNG, SR.	:	
AUTO SALES,	:	
Plaintiffs-Appellants,	:	
-against-	:	
GENERAL MOTORS CORPORATION, FREDERIC G. DONNER,	:	
JAMES M. ROCHE, BOB BAIN CHEVROLET, PAUL BATT	:	
BUICK, INC., GLEN CAMPBELL CHEVROLET, INC.,	:	
HAMISTER-GILLOGLY CHEVROLET, INC., PARAGON	:	
OLDSMOBILE, INC., NIAGARA FRONTIER AUTOMOBILE	:	
DEALERS ASSOCIATION, INC., and GENERAL MOTORS	:	
ACCEPTANCE CORPORATION,	:	
Defendants-Appellees.	:	

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PETITION FOR REHEARING IN BANC

This is a petition for rehearing in banc, pursuant to Rules 40(a) and 35(a), F.R.App.P and 28 U.S.C. § 46(c). This Court, by a panel consisting of Circuit Judges Moore and Mansfield (Circuit Judge Smith having disqualified himself after oral argument), affirmed the decision of United States District Court for the Southern District of New York, Thomas P. Griesa, Judge, directing a verdict for the appellees on the stated grounds that the appellants failed to present a prima facie case with regard to claims of a conspiracy to boycott and the maintenance of a "whitelist" in violation of the antitrust laws.

This action by appellant National Auto Brokers Corp. ("Naboor") and related appellants (the "Naboor action") was commenced in December, 1970, and subsequently severed into various parts.

The first part to be tried was this "A" part, now on appeal herein. The "A" case was brought against General Motors Corporation ("GM"), General Motors Acceptance Corporation ("GMAC"), GM President Roche, GM Board Chairman Donner (the "GM Defendants") 5 GM dealers and an automobile dealers association, to

- (i) stop the GM Defendants from interfering with GM dealers (including the GM dealers defendant herein) who wanted to sell GM cars to Naboor, and accepted orders from Naboor; and
- (ii) recover damages for the numerous interferences with Naboor's sources of supply which destroyed Naboor's business by the end of January, 1967.

Because of the complexity of this action, appellants' summary of the case (pp. 3-6 in appellants' brief on appeal) are reprinted immediately below, also as pp. 3-6.

SUMMARY OF THE CASE

Nabcor, a licensed new-car dealer not franchised by GM, sold Nabcor franchises to 146 persons to act under a power of attorney as purchasing agents for retail customers solicited by the brokers to purchase, from Nabcor, any make or model of domestic car. The typical Nabcor customer paid several hundred dollars less than the average price other persons paid to factory dealers. Nabcor ordered the cars from dealers willing to sell to Nabcor, at a low markup of \$25 to \$50, usually, and the dealers ordered the cars from the factory.

Some GM dealers refused at the outset to have any dealings with Nabcor, and other GM dealers accepted orders from Nabcor and placed them with GM, but many of them refused subsequently to deliver the ordered cars to Nabcor; extended delivery delays to Nabcor caused Nabcor's customers to cancel their orders; and Nabcor lost car orders, sales and brokers. A series of refusals by GM dealers to deliver cars ordered through them by Nabcor during late 1966 stopped Nabcor's rapidly-expanding business, and during early 1967 forced a drastic curtailment of Nabcor's operations followed by years of continuous efforts to save Nabcor's financially crippled business through legislative, administrative, executive and judicial remedies. Nabcor gave up (other than through this action) in early 1973, immediately after and because of the District Court's denial of Nabcor's motion for a preliminary injunction prohibiting continued interference by GM with Nabcor's automobile brokerage business.

This action is the first part of the four actions into which the original action has been severed. This first part is against 10 defendants: GM, General Motors Acceptance Corporation ("GMAC"), GM President Roche, GM Board Chairman Donner, 3 Buffalo Chevrolet dealers (Bain, Campbell and Clements-Gillogly), Paragon Oldsmobile (N.Y.C.), Batt Buick (Buffalo)

and the Buffalo Automobile Dealers Association ("BADA"). This part "A" was tried over a period of 33 trial days starting October 6, 1976 with a 7-day evidentiary hearing on the admissibility of plaintiffs' proposed hearsay testimony and then on October 20, 1976 with a 22-day trial before a jury, ending November 29, 1976. After 4-5 days of argument by counsel on defendants' motions for a directed verdict, ending on December 6, 1976, the District Court granted the motions and dismissed all of the "A" action, stating in its bench opinion that there was insufficient evidence as to liability or damages as to any of the 8 plaintiffs. GM was not required by the court to present any proof as to the reasonableness of any of the various restraints imposed by GM on its dealers and on resellers such as Nabcor, or to explain why 50% of Nabcor's fulfilled car orders were delivered on a substantially-delayed basis.

The District Court's bench opinion did suggest (A-6378-9), however, that plaintiffs had made out a prima facie case on plaintiffs' "whitelist" issue: that GM maintained a list of approved wholesale customers ("Qualified Fleet Purchasers") to whom GM dealers could sell any number of new cars (from a single car up to tens of thousands) at "fleet prices" of about \$25 to \$50 per car over the dealers' purchase price from GM, and that GM dealers believed they were not allowed to sell cars to Nabcor unless Nabcor had, or qualified for, a GM "fleet certificate", for which Nabcor was repeatedly turned down by GM.

The cars ordered by GM dealers for approved fleet customers were delivered by GM out of the "fleet allotment" set aside by GM out of total GM car production to fill sales by GM dealers to the GM-approved "fleet" or wholesale customers (such as Hertz, Avis and AT&T). These GM-approved wholesale customers had to be registered owners and users in their business of 10 or more cars of any make or model who did not



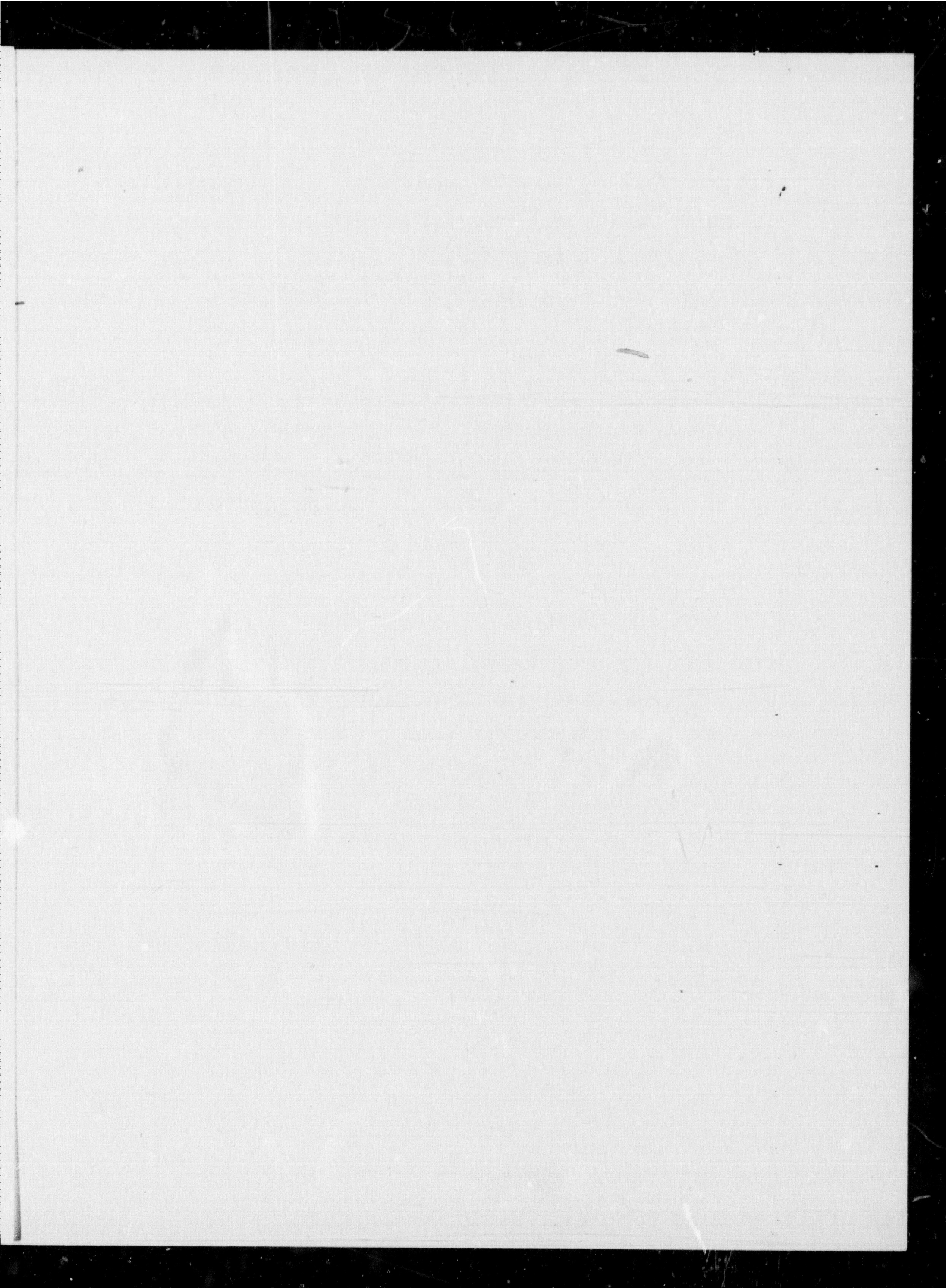
resell the cars for a period of at least 6 months). Any such customer could buy as little as 1 GM car and qualify for the fleet allotment.

GM dealers were not limited in the number of cars they could sell to GM-approved wholesale customers out of the fleet allotment for Chevrolets, Pontiacs, Oldsmobiles and Buicks. But, at the same time, the GM dealers were limited in the number of cars they could sell to persons other than the GM-approved wholesale customers.

Naboor, as a reseller of cars, did not qualify to buy cars at wholesale prices under GM's fleet allotment practices and, as a result, any sales by GM dealers to Naboor had to come out of the GM dealers' "retail allotment", even though the GM dealer requested that the car be made available out of the fleet allotment. Each GM dealer was artificially limited by GM to a certain number of cars each month for retail resale, with excess orders by the GM dealer being refused by GM. GM did not offer proof on the reasonableness of its policy of creating shortages in one part of the GM dealer's business simultaneously with non-shortages in the business of servicing the GM-approved wholesale purchasers.

Naboor could not maintain long-range relationships with GM dealers as to any significant volume of cars because no dealer could afford to sell to Naboor all or any significant part of the dealer's retail allotment at the \$25 to \$50 fleet price.

Plaintiffs claimed that the defendants and numerous identified co-conspirators entered into a contract, combination and conspiracy in unreasonable restraint of trade to prevent Naboor and plaintiff General Auto Sales & Leasing, Inc. ("General") from obtaining cars for Naboor's franchisees from willing GM dealers. When GM's whitelist for wholesale sales did not prevent some of its dealers from selling to Naboor, GM



employees took overt action to stop and/or interfere with sales to Nabcor, resulting in a blacklist or group boycott and extended delivery delays. The GM restraints are part of a horizontal agreement to boycott plaintiffs, to preserve territorial exclusives, allocate customers and fix prices.

Plaintiffs adduced substantial proof that GM together with its dealers employed various restraints, including restrictions upon resale, warranty restrictions adversely affecting Nabcor's customers, territorial restrictions upon resales, and customer and market allocations, to (i) create and maintain illegal territorial exclusives for the GM dealers; (ii) fix prices for retail customers for GM cars at artificially high levels; and (iii) to drive non-franchised discounters such as Nabcor and its automobile brokers out of business.

Prior to the trial, plaintiffs' attorney knew that Messrs. Davis Polk & Wardwell had represented GM in major antitrust litigation more than 23 years ago (A-560'-2). During the trial, plaintiffs' attorney found out that Judge Griesa and Davis Polk & Wardwell, his former law firm, had represented GM immediately before and at the time Judge Griesa was appointed to the bench and assigned this action for all purposes; also, Davis Polk & Wardwell represented GM during the Nabcor action in a suit by a GM Chevrolet-Oldsmobile-Cadillac dealer under the Automobile Dealer Franchise Act at the time that plaintiffs were attempting to establish a class of GM dealers to be represented by plaintiffs. Judge Griesa denied the class-action motion (see opinion dated April 5, 1974 - A-1031 et seq.). Judge Griesa denied motions by plaintiffs to have him declare a mistrial and recuse himself, made orally during trial and by the filing of an affidavit of prejudice under 28 U.S.C. § 144.

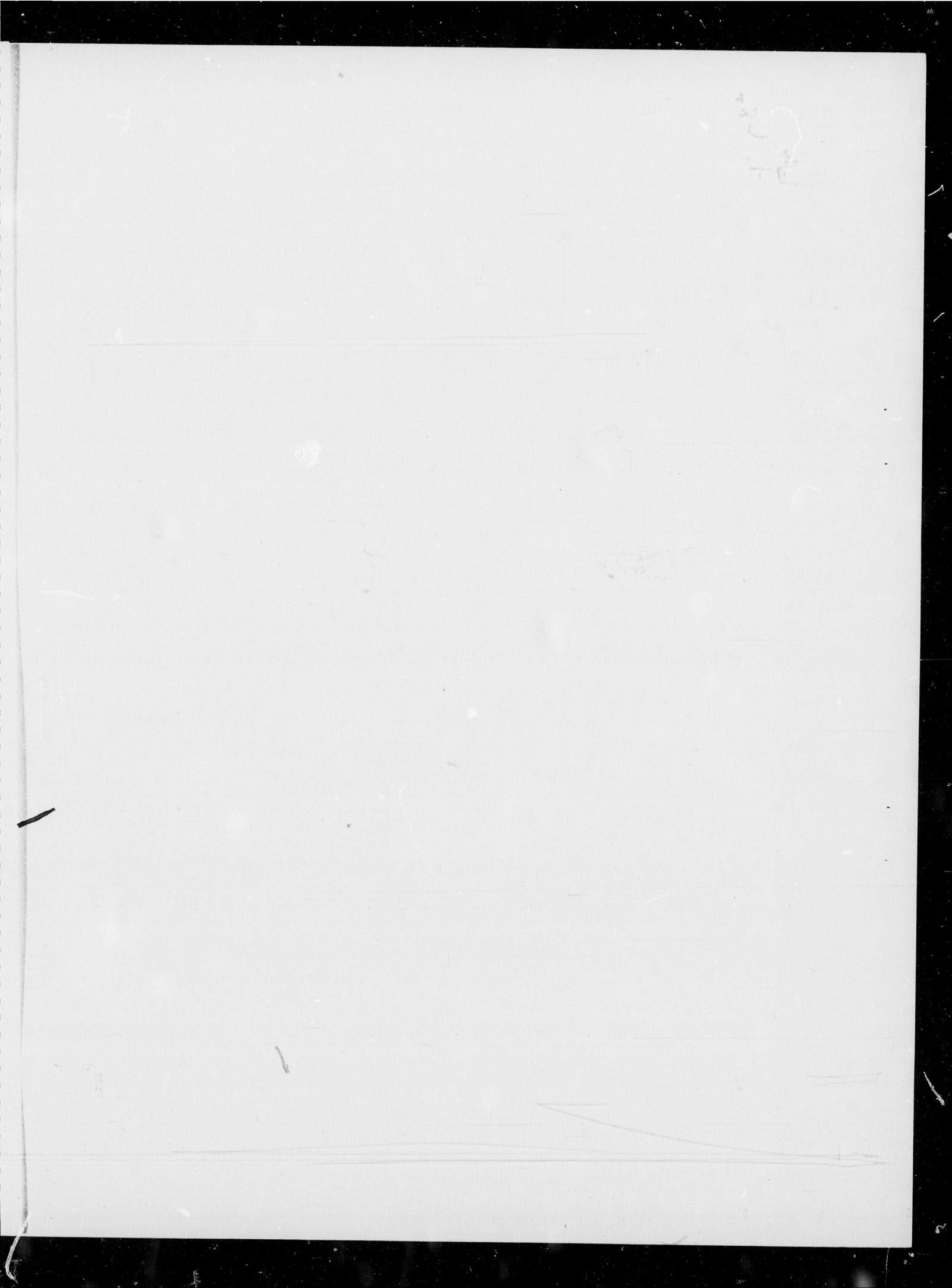
The characterization of this action by District Judge Thomas P. Griesa and restatement of such characterization by the Second Circuit (opinion of Judge Mansfield) is wholly unwarranted, it is urged, and is not supported by the record, as explained in Parts II and III below.

First however, it is important to note that the appellants failed to obtain the required hearing on appeal in this Second Circuit.

I. THE 3-JUDGE PANEL HEARING THIS
APPEAL WAS DISQUALIFIED AB
INITIO BY THE DISQUALIFICATION
OF CIRCUIT JUDGE SMITH

Argument on the appeal was held December 6, 1977, before Circuit Judges Mansfield, Smith and Moore. Presumably, as often said to be the practice, the panel was performing as a so-called "hot court", each of the judges having read the briefs and possibly parts of the record before hearing the argument. The argument itself is of fundamental important to all of the parties. If a judge has any questions about the case he can obtain immediate answers from the appellants' or appellees' attorneys in an adversary setting, and can make his decision based on this and other information. Also, inquiries from a single judge can help the remaining members of the 3-judge panel come to a proper decision. It is assumed that the panel has not already decided a case before the hearing takes place.

However, if a judge is disqualified to serve as a judge on the 3-judge appellate panel for any reason at the time of argument, the 3-judge panel ceases to be able to function in the intended way; the value of having 3 non-disqualified judges is lost; and the parties are denied



constitutional due process.

Judge Smith removed himself, 3 months after having heard oral argument, because of a reported question of stock ownership, presumably GM stock (the only other public company not a subsidiary of GM was appellant Nabcor). This is based on a statement by a reporter from the industry weekly newspaper, Automotive News, who said he was told this last week by a spokesman from Judge Smith's office, after the reporter had read the reported disqualification on page 1 of Judge Mansfield's opinion. Judge Mansfield's clerk advised the undersigned, upon request, that he did not know the reason for Judge Smith's disqualification.

As a consequence of his sitting in on the argument while he was (apparently) disqualified for some reason, appellants were deprived of a judge who had no disqualification. If the panel had included a third (qualified) judge, this could well have resulted in a change in outcome of the case. For example, the third (qualified) judge could have had a greater interest in the case or perhaps a better insight to the issues. Also, he could have affected the ultimate outcome in the 3-judge panel, in this in bank proceeding, or in the Supreme Court, by the filing or threat of filing of a dissenting opinion; also, disqualification only days before the decision came down indicates the possibility that he disqualified himself after a decision had already been reached.

It should be noted that Judge Smith previously rendered a decision in a related action in which the undersigned, as plaintiff, sued to establish his right, and the right of appellants herein, to use expert witnesses in this action on a contingent-fee basis. Judge Smith, who

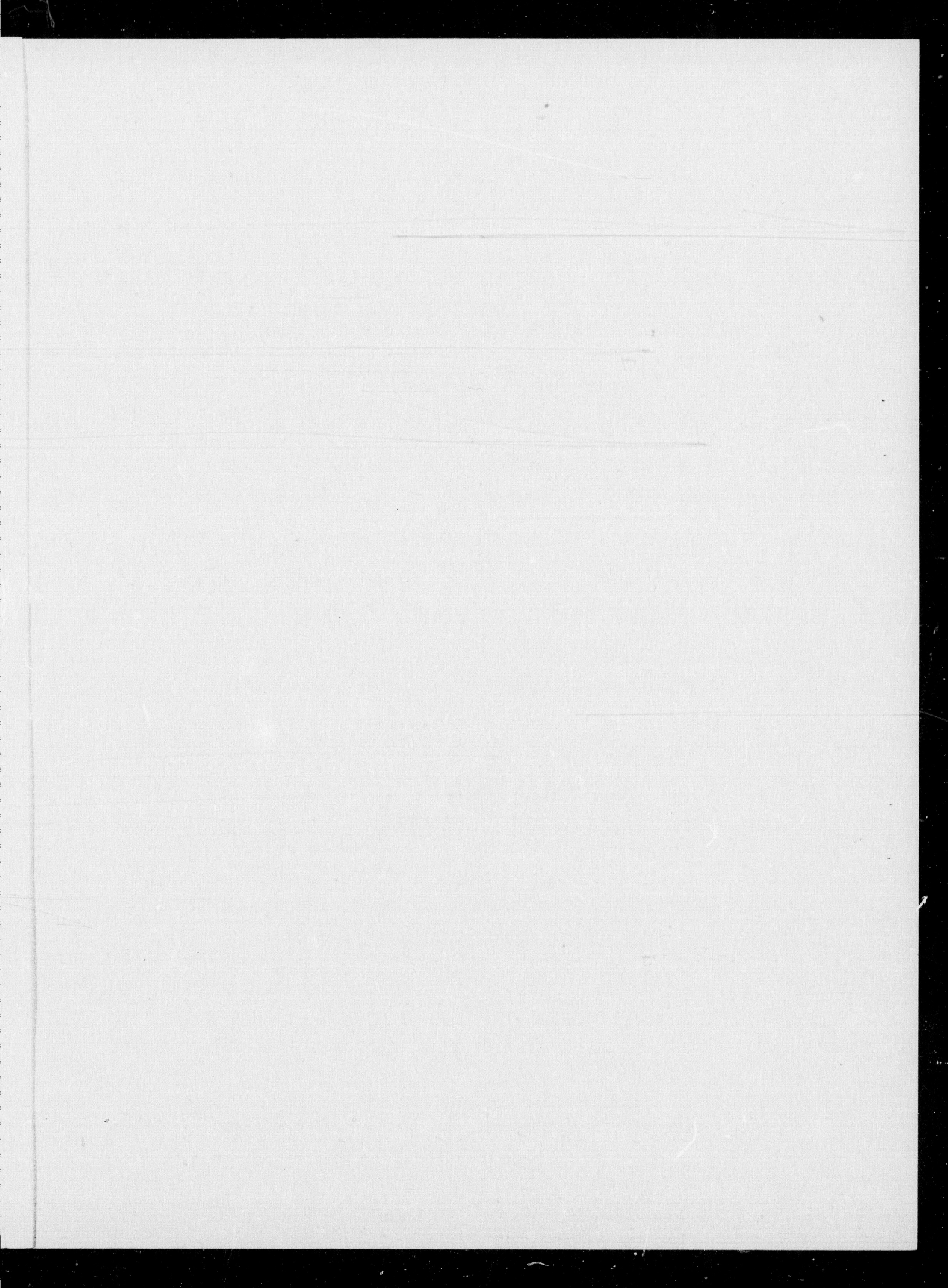
wrote the opinion reversing the judgment of Judge Dooling below, upheld the constitutionality of the bar association disciplinary rule which prohibited use of expert witnesses on a contingent-fee basis, however reasonable the fee. 554 F.2d 534 (1977).

Accordingly, the value of the 3-judge panel was lost to the appellants; the hearing was not according to due process; and the matter should be transferred to a new 3-judge panel for reargument. The undersigned requested of Judge Mansfield's law clerk that the appellants be given a full 3-judge panel to make the decision if they were entitled to one, and under § 0.14 of the Rules of the United States Court of Appeals for the Second Circuit, it would appear that appellants were entitled to such a panel. § 0.14 "Quorum" begins as follows:

"(b) Unless directed otherwise, a panel of the court shall consist of three judges."

I would hope that the opening sentence of § 0.14(b) means that a panel should consist of 3 judges none of whom at the time of argument or at the making of the decision is disqualified.

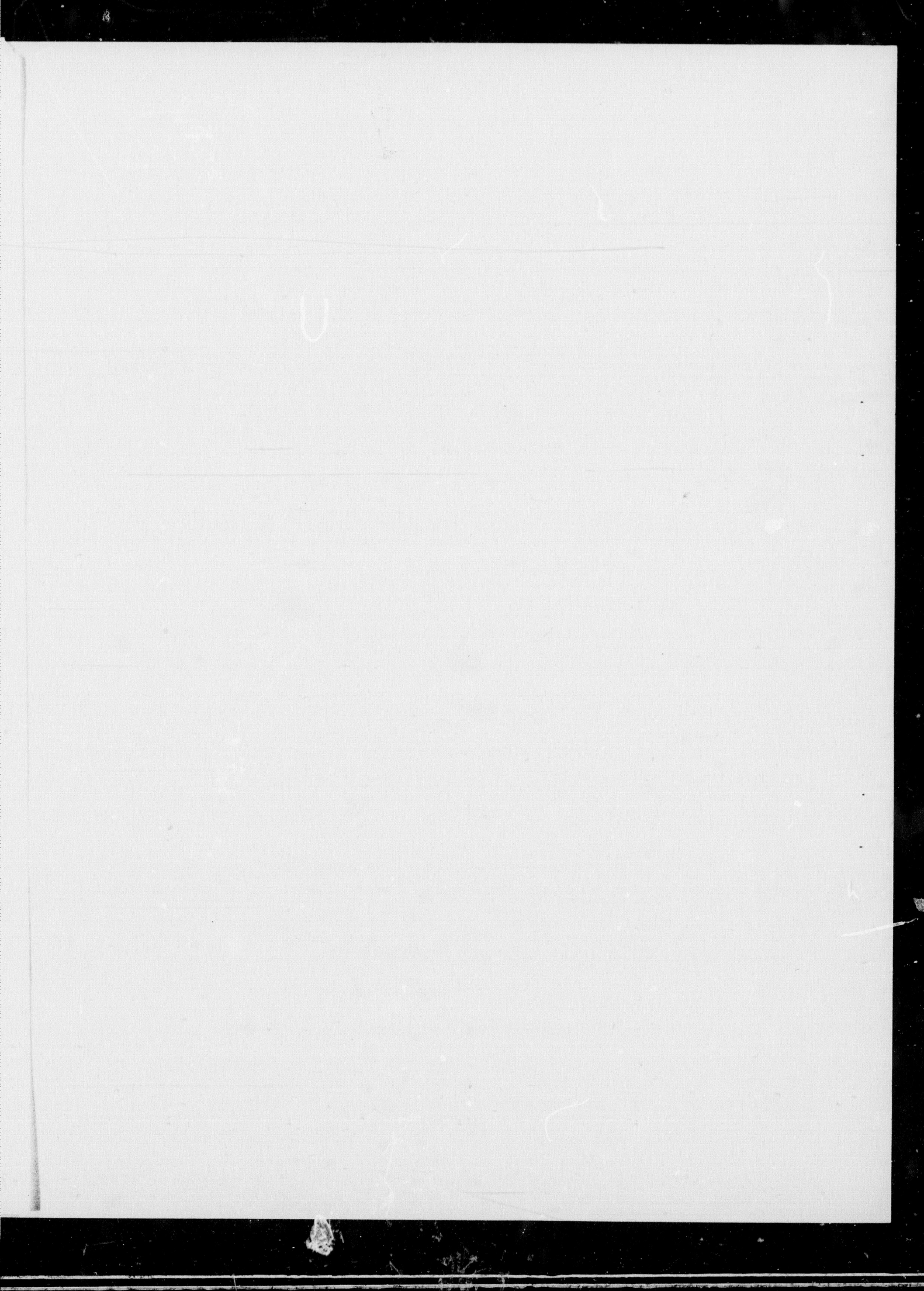
Appellants' motion for reargument should be granted, particularly because of the issue of disqualification of the District judge below, who was an attorney for GM or GMAC immediately before becoming a federal judge and being assigned this case. Such representation was wholly unknown to plaintiffs-appellants or their attorney (in spite of what is said in the Second Circuit's opinion) and was never disclosed to appellants or their attorney by Judge Griesa or any of appellees' attorneys in the case, and was only learned by accident by appellants' attorney nearing the end of trial, as will be covered in Part II hereof.



Accordingly, for the foregoing reasons, appellants' motion for reargument in banc should be granted.

II. JUDGE GRIESA SHOULD HAVE RECUSED HIMSELF; APPELLANTS AND APPELLANTS' ATTORNEY WERE WHOLLY UNAWARE UNTIL SHORTLY BEFORE END OF TRIAL ABOUT JUDGE GRIESA'S REPRESENTATION OF GM IMMEDIATELY PRIOR TO BECOMING JUDGE AND BEING ASSIGNED THE NABCOR CASE; JUDGE GRIESA WAS PREJUDICED AGAINST NABCOR AND NABCOR'S ATTORNEY FOR EXTRINSIC REASONS

The Second Circuit's decision on this issue should be reargued, having been based on several obvious mistakes of fact. First, neither plaintiff nor his attorney were aware that Judge Griesa or his former firm, Davis, Polk & Wardwell, represented GM or GMAC immediately prior to Judge Griesa's appointment and receipt of this action. Judge Mansfield's statement to the contrary is just wrong, and it apparently is based on the statement by GM attorney Lewis A. Kaplan (seconds after the undersigned first raised the issue with Judge Griesa), who said that he thought he had delivered a document to appellants' attorney which showed on its face that Davis, Polk & Wardwell represented GM or GMAC. This document in fact was never produced at any time (see Appendix A hereto); and after 3 attempts to get Mr. Kaplan to show the document to this Second Circuit panel, Mr. Kaplan did not do so, and appellants are still at a loss to know whether such a document ever existed and if so, why it was never produced. Any reasonable person would say that the document was withheld to avoid giving appellants a basis for moving to have Judge Griesa disqualify himself; and in any event appellants assert that it was the duty of Mr. Kaplan to advise appellants' attorney of this possible basis for disqualification, to permit appellants to take whatever steps were needed.



Judge Mansfield claims the affidavit of prejudice and certificate of counsel was invalid because of alleged late filing, but Judge Griesa did not claim that the filing was late, and his failure to do so prevented appellants from making a record as to the reason for minimal delay of about 2 trial days between the time they found out that Judge Griesa himself had represented GM or GMAC and the preparation, filing and service of the affidavit of prejudice. A major antitrust trial nearing the end, being handled by one lawyer representing 10 plaintiff as against 10 defendants, and various law firms, does not have the freedom to stop the trial and do the legal research, drafting and consultation with his client required by the decision of such importance. The weekend was needed, which was so used, and the affidavit of prejudice was filed promptly before trial began on Monday. This is hardly delay, under the circumstances, and Judge Griesa did not say there was any delay.

The rest of appellants' argument on the matter is short, very important to the parties, this Court and the justice system generally, and is set forth as Appendix A (from appellants' brief).

Appellants believe that they are entitled to a trial judge who did not represent the prime defendant (in a most important structural case) one day before becoming a judge. Any lawyer will say that the judge should have removed himself (even though he did not work on the case himself; and neither did his firm; although the non-produced document suggests that the firm worked in relevant areas to the case), and this Second Circuit's opinion to the contrary does not set a standard which is consistent with the statutes mandating recusal. Clearly, there is an appearance of impropriety, not for reasons which the Second Circuit may be

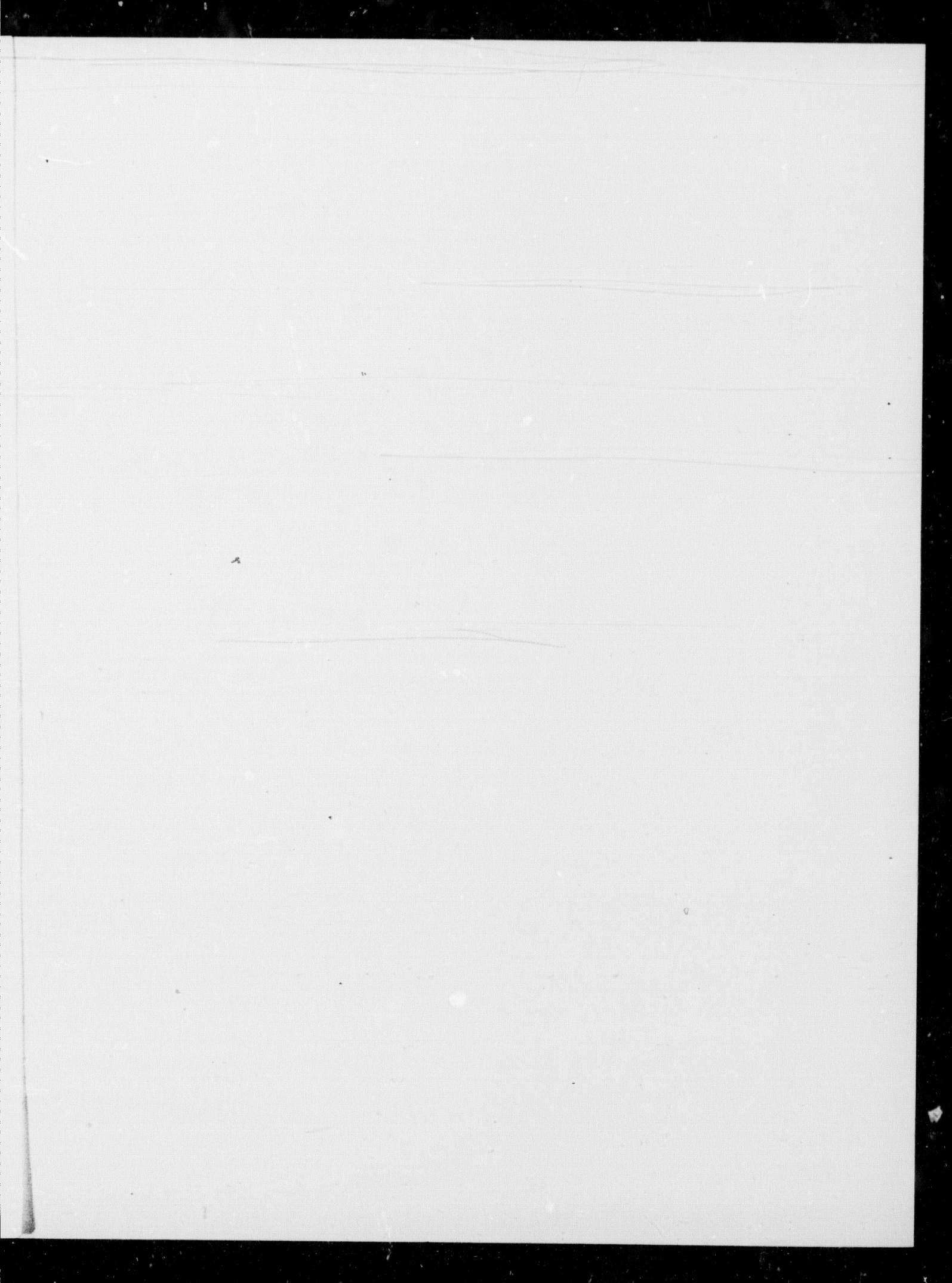
aware are insufficient to justify the recusal, but so that the parties and their counsel, and others who hear about the case, may believe in the justice system and believe that what appears to be improper to the layman will be the standard, rather than what may appear improper to persons far removed it often seems from everyday lay people.

Accordingly, it is strongly urged that a rehearing be granted on this issue of whether Judge Griesa should have recused himself.

III. THE SECOND CIRCUIT'S DECISION AND
OPINION ON THE MERITS OF THE ACTION
ARE NOT JUSTIFIED BY THE RECORD

Judge Mansfield was not able to accurately state many of the governing facts in the record and rewrote the record instead, starting with the highly prejudicial statement that appellants³ claimed \$3.6 billion in damages (actually, only several million claimed at trial; and a pre-trial claim in answers to interrogatories properly qualified of a reasonable return on invested capital, including retained earnings, after using expert testimony to show how an assumed market share by Nabcor of 8% of the new-car market would have resulted in huge competition, a lowering of apparent profitability and a radical reduction of the "\$3.6" billion dollars of profits absent such competition for Nabcor).

Judge Mansfield states that appellants filed a 93-page complaint; actually, the complaint (never amended) was 111 pages long. This is only used to demonstrate that the Second Circuit panel has not seemed to bother to check out appellants' argument, and is relying instead on the views of a district-court judge who should have disqualified himself.



Judge Mansfield states (at p. 2080) of his opinion that Naboor's efforts in 1966 were unsuccessful in marketing cars, which immediately assumes away the case of appellant and 6 weeks of trial. This was a critical part of appellants' case. Appellants clearly stated that Naboor was destroyed as a going business by January, 1967, as a result of the failure of GM to deliver cars ordered by Naboor, and the resulting turmoil which caused Naboor to lose its automobile brokers. Naboor was prevented from making sales of franchises at the old, successful and profitable rate by January 31, 1967, causing a capital shortage; this was caused by the various non-delivered cars, which caused appellants to suffer customer and broker losses at the time and to radically reduce its business operations from a thriving and growing business with about 60 employees in December, 1966 to about 7 employees in January, 1967.

When Judge Griesa and this Second Circuit talk about Naboor being able to get cars, this was in the period well after January, 1967 (when Naboor stopped ordering as many cars and the dealers had fewer problems of supplying the cars out of the limited retail allotment. The problems of Naboor began when the business was very successful, at the outset, and when the high rate of orders were not filled, including the Colonial Cadillac and Midtown Chevrolet refusals, which Judge Griesa brushes aside.

Judge Mansfield states at (note 5, p. 2083) that there was no record by Naboor of any such orders, but this is clearly erroneous. Naboor introduced into evidence various documents, including some orders for the 45 Cadillacs, but all 45 orders were entered in Naboor's order log, which was admitted into evidence. Neither Judge Griesa nor Judge

Mansfield should have overlooked this. The record has many pages devoted to the Colonial Cadillac problem, with Colonial Cadillac saying that it tried to get an allotment for Naboor and that GM refused to give it the allotment; for cars it did not get an allotment Colonial Cadillac testified that it piled the orders up and sold available cars to persons paying the higher, retail prices (part of the price-fixing conspiracy); and after 2 months or so, Colonial would throw away the piled up orders. Judge Griesa and Judge rewrote the facts.

The failure of the Second Circuit to catch Judge Griesa's inaccuracies of this magnitude is indicative of a failure to receive a full appellate hearing by a wholly qualified panel.

Judge Griesa kept saying there was no evidence, but the record is filled with evidence, such as testimony that the Manager of GM's Midtown Chevrolet Division in New York told Frank Maiorana (appellant principal of Naboor) that the reason he was not permitting sale of Naboor's 9 ordered cars (which it had received from the GM plant) was that GM (through its Midtown Chevrolet Division) was trying to keep the prices high for its GM dealers outside of New York City, this is critical evidence in support of appellants' claim that the conspiracy was a price-fixing case, and that *Continental T.V. Inc. v. GTE Sylvania, Inc.*, ___ U.S. ___, 97 Sup. Ct. 2549 (1977) was not applicable. Judge Griesa made the error, and so did Judge Mansfield who adopted Judge Griesa's opinion in effect, without apparent consideration of the matters presented by appellants.

The GM Chevrolet Zone in Buffalo, New York produced a document showing that it had advised a local Chevrolet dealer not to sell any

of the 200 cars which Naboor wanted to order from GM (through the GM dealers in Buffalo) because GM would not give the GM dealer the requested allocation (E-57-58) to fill the Naboor orders. This document was cited during argument as critical evidence in the case, but Judge Mansfield does not even meet the argument. Numerous other documents in evidence prove the appellants' inability to get cars from willing GM dealers because they had to give Naboor cars out of the retail allotment because appellants were not on the approved whitelist, which was the list of approved leasing and car rental companies, and major fleet users such as AT&T, who could get as many cars as they wanted; whereas, GM's dealers could not get any number of cars they wanted. The GM dealers had to give Naboor cars instead out of the retail allotment because appellants were not on the approved whitelist.

This white list was an integral part of the price-fixing conspiracy to prevent dealers from selling to Naboor and other automobile brokers except at or near retail prices, to prevent Naboor from reselling the cars in competition with GM dealers who did not sell to Naboor, in violation of the United States v. General Motors case, U.S. (1965).

Appellants testified that they were always able to get GM dealers (except as to limited production cars, such as Cadillacs), but this does not ruin the case. It shows that the dealers were always willing to deal with Naboor but that after the dealer refused to deal with Naboor, because of the whitelist, which prevented them from getting additional cars to sell to Naboor at fleet (low) prices. Thus, when the GM dealer found out they had to sell to Naboor out of his artificially

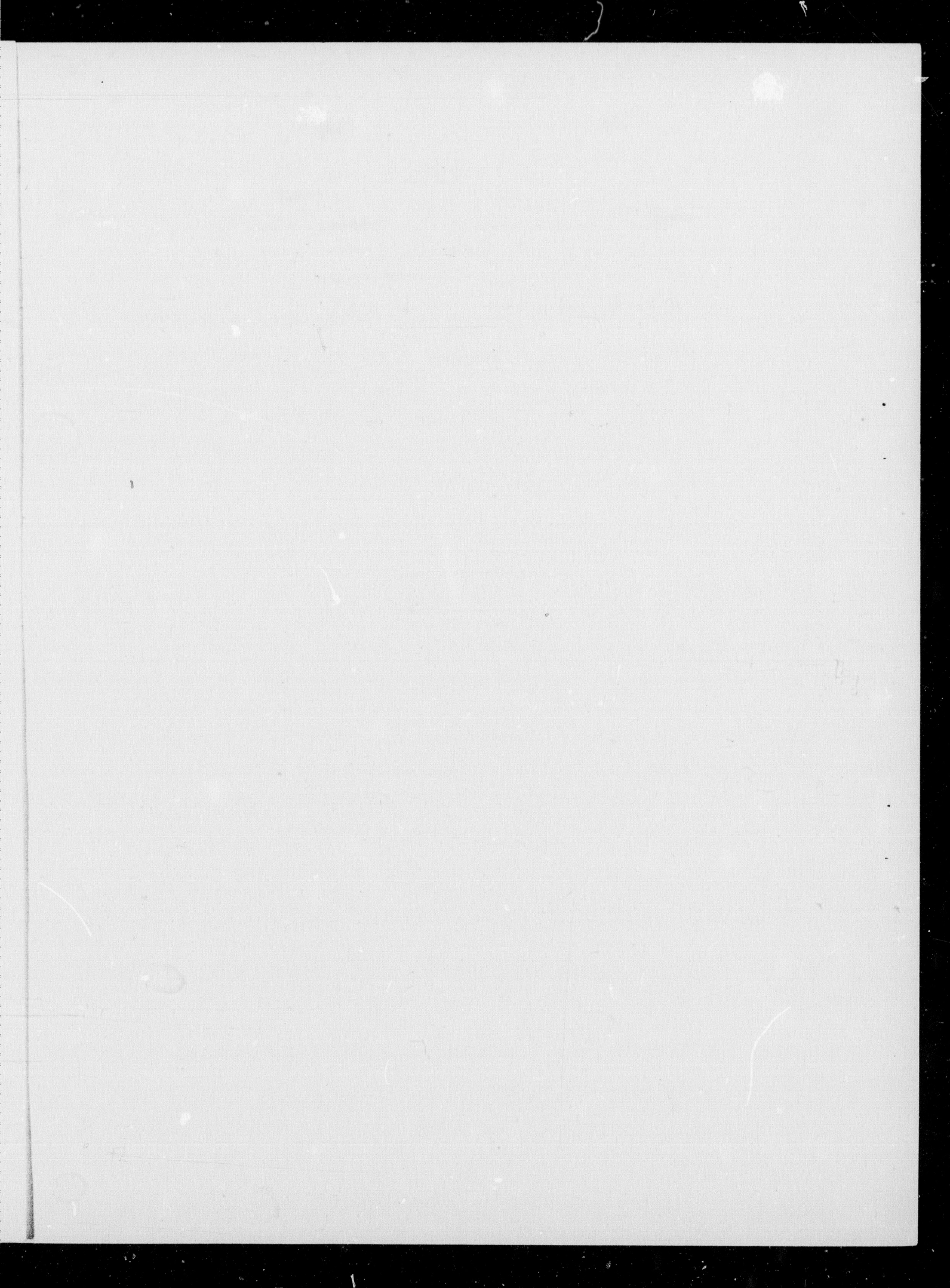
limited retail allotment (part of the whitelist problem), they refused to deliver the cars to Naboor and stopped dealing, at which point Naboor had to look for another dealer, which it always was able to do, but with the substantial time delays in the 1st, 2nd, 3rd and even the 4th re-order of the same car for the same customer, causing Naboor's business to go under.

Also, the question was for a judge to determine whether the interferences with Naboor's business caused Naboor to go under. Judge Griesa improperly took the issue out of the hands of the jury.

Businesses work on margins or percentages of profit, and if a percentage of the sales of a business are deterred by action of the GM Defendants, the effect can put a small company out of business if it has a limited amount of capital, such as the businesses of appellants. Interferences with GM's business would have to be far more substantial than interferences with Naboor's business because of the business-size factor.

Most importantly, Judge Mansfield made up facts to go into his opinion. See the last paragraph on p. 2088 and continuing to the top of p. 2089. These assumed facts are not in the record. The evidence is that the dealers in fact dealt with Naboor, and have concluded oppositely from the added facts of Judge Mansfield.

Accordingly, it is urged that the motion for rehearing be granted.



CONCLUSION

Petitioner respectfully requests that the appeal be reheard, and that the rehearing take place before this Court in bank.

Dated: New York, New York
March 30, 1978

Respectfully submitted,

Carl E. Person
Attorney for Plaintiffs-Appellants
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New York, New York 10038

(212) 349-4616

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

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NATIONAL AUTO BROKERS CORP., et al., : 77-7037
Plaintiffs-Appellants, : SDNY 70 Civ. 5421A (TPG)
-against- :
GENERAL MOTORS CORPORATION, et al. :
Defendants-Appellees. :
----- x

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

, being duly sworn, deposes and says:

That on the 30th day of March , 1978, affiant served
a copy of the annexed and foregoing PETITION FOR REHEARING IN BANC

(hereinafter, the "Document") on all Defendants' attorneys named in the list
of attorneys attached hereto, by depositing a copy of the Document in a securely-
wrapped envelope, with first-class (or priority) postage pre-paid, addressed
as set forth on said list, the last-known address of each of said attorneys,
respectively, in the United States Post Office Box maintained by the United
States Postal Service at Beekman Street and Nassau Street, in the City,
County and State of New York.

Roger B. Jensen

Subscribed and sworn to before me
this 30th day of March , 1978.

Carl E. Person

Notary Public

CARL E. PERSON
Notary Public, State of New York
No. 31-2006710
Qualified in New York County
Commission Expires March 30, 1979

